

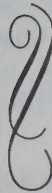
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Prospectus

**HUBERT LAKE UNGAVA
NICKEL MINES LIMITED**

No Personal Liability



DATED JUNE 10th, 1957

HUBERT LAKE UNGAVA NICKEL MINES LIMITED

PROSPECTUS

filed with the Ontario Securities Commission

under the provisions of Part VII of

The Securities Act (Ontario)

- (a) HUBERT LAKE UNGAVA NICKEL MINES LIMITED (No Personal Liability), head office 100 D'Youville Square, Quebec City, Quebec, executive office 100 Adelaide Street West, Toronto, Ontario, was incorporated under the laws of the Province of Quebec by Letter Patent dated May (b) 27th, 1957.

- (c) The Officers and Directors are:

MURRAY WATTS, Mining Engineer, President and Director, 238 Bessborough Drive, Toronto, Ontario.

ANDREW ROBERTSON, Mining Engineer, Vice-President and Director, 60 Highland Avenue, Toronto, Ontario.

WILBUR RALPH SALTER, Solicitor, Secretary-Treasurer and Director, 496 Russell Hill Road, Toronto, Ontario.

WALTER ANDREW CARTER, Mining Engineer, Director, 707 Chudleigh Avenue, Toronto, Ontario.

SIMON CHRISTOPHER JOSEPH FRASER, D.S.O., M.C., T.D., 17th Baron Lovat, Landowner, Director, Beaufort Castle, Beaulieu, Scotland.

NORTH AMERICAN RARE METALS LIMITED, 100 Adelaide Street West, Toronto, Ontario, is the promoter.

- (d) FISHER, GORDON & COMPANY, Chartered Accountants, 100 Adelaide Street West, Toronto, Ontario, are the Company's auditors.
- (e) CROWN TRUST COMPANY, 302 Bay Street, Toronto, Ontario, is the Company's Registrar and Transfer Agent.
- (f) The authorized capital of the Company is \$5,000,000.00 divided into 5,000,000 shares of the par value of \$1.00 each, of which 900,005 shares

have been allotted and issued as fully paid and non-assessable.

- (g) The Company has not issued any bonds or debentures nor does it propose to do so.
- (h) Certificates representing 810,000 shares of the Company are held in escrow by Crown Trust Company, 302 Bay Street, Toronto, Ontario, subject to release on the consent of the Ontario Securities Commission, the Quebec Securities Commission, and the Board of Directors of the Company, and subject further to transfer, hypothecation, assignment or other alienation only with the written consent of the Ontario Securities Commission and the Quebec Securities Commission.
- (i) Five shares have been sold for cash to date at \$1.00 per share. No commissions were paid on the sale of these shares.
- (j) No securities other than shares have been sold for cash to date.
- (k) No shares have been issued or are to be issued and no cash has been paid or is to be paid to the promoter except as stated in paragraph (1) of this Prospectus to which reference is hereby expressly made.

- (l) (i) The Company's wholly owned subsidiary, Hub Quebec Mines Limited (No Personal Liability), 100 D'Youville Square, Quebec City, Quebec, a company incorporated under the laws of the Province of Quebec with an authorized capital of \$40,000.00 divided into 40,000 shares of the par value of \$1.00 each (of which at the date hereof there are issued and outstanding 4,005 shares, all of which are beneficially owned by the Company), has been granted a Mineral Exploration License on an area comprising 95.8 square miles located in the Cape Smith-Wakeham Bay Area of Ungava, Quebec, and having as its perimeter the lines successively joining the following points of intersection of latitude and longitude:

61°29' north latitude and 76°20' west longitude

61°29' north latitude and 76°00' west longitude

61°22' north latitude and 76°00' west longitude

61°22' north latitude and 76°10' west longitude

61°21' north latitude and 76°10' west longitude

61°21' north latitude and 76°20' west longitude

61°29' north latitude and 76°20' west longitude

Such Mineral Exploration License was granted to Hubert Lake Quebec Mines Limited (No Personal Liability) whose name was changed to Hub Quebec Mines Limited (No Personal Liability) by Supplementary Letters Patent dated May 27th, 1957. The said Mineral Exploration License is for a period of three years commencing April 1, 1957, and provides for an annual rental of \$7,664.00 payable on or before

the 1st day of April in each of the years 1957, 1958 and 1959. The first year's rental has been paid on behalf of Hub Quebec Mines Limited (No Personal Liability) and it has no responsibility therefor. Such license further provides for the expenditure of the sum of \$3,000.00 on useful exploratory work for each square miles covered by the License during the three-year period aforesaid, provided that such License may be abandoned at each date the annual rental becomes due. Hub Quebec Mines Limited (No Personal Liability) is required, under the terms of the Mineral Exploration License to assume all costs of surveying, bounding and delimiting by means of aerial photography, or otherwise, the lands in its said License. In the event of compliance with the conditions aforesaid, such License may be renewed for a further period of three years, at an annual rental of \$160.00 per square mile covered by the License, and in the event of such renewal provision is made for the expenditure of \$6 00 0 on useful exploratory work for each square mile covered by the License during said three year renewal period. The License may also be abandoned, during said renewal period, at each date the annual rentals become due. During the period of the original License or its renewal, Hub Quebec Mines Limited (No Personal Liability) may apply to the Minister of Mines for the Province of Quebec for an operating license in the form of a lease, covering one or more square tracts of land including the area aforesaid and each having an area of nine square miles, such operating license to be for a period not exceeding twenty years and upon such other conditions as may be fixed at the time of its issue.

- (ii) By Agreement dated the 31st day of May, 1957, between North American Rare Metals Limited, 100 Adelaide Street West, Toronto, Ontario, and the Company the Company agreed to purchase all of the issued and outstanding shares of Hub Quebec Mines Limited (No Personal Liability) in consideration of the allotment and issue of 900,000 treasury shares of the capital stock of the Company.
- (iii) No person or company has received or is to receive a greater than 5% interest in the consideration payable by the Company to North American Rare Metals Limited as set out in paragraph (1)(ii) hereof except Amtor Corporation Limited, 100 Adelaide Street West, Toronto, Ontario.
- (m) For particulars relating to the area covered by the Mineral Exploration License held by Hub Quebec Mines Limited (No Personal Liability), including the means of access thereto and the known history thereof, reference is made to the Report of William D. Cameron, P. Eng., dated the 24th day of April, 1957, which accompanies and forms a part of this

Prospectus. There has been no surface or underground exploration and development and there is no surface or underground plant or equipment. No work has been done or improvements made by the present management.

- (n) By an agreement dated May 31st, 1957, made between the Company and Amtor Corporation Limited, 100 Adelaide Street West, Toronto, Ontario, as Underwriter, the Underwriter agreed to purchase on its own behalf 1,000,000 shares of the Company at 30c per share payable forthwith upon acceptance for filing of this Prospectus by the Ontario Securities Commission or the Quebec Securities Commission, whichever date shall first occur, (which said first date of acceptance is hereinafter referred to as the "effective date"). The Underwriter further agreed to firmly purchase 50,000 shares of the Company at 40c per share payable on the effective date, 150,000 shares of the Company at 40c per share payable within two months of the effective date and an additional 200,000 shares of the Company at 50c per share payable within four months of the effective date.

The Underwriter proposes to sell the shares covered by the aforesaid Agreement to the public through the medium of registered security dealers paying them a commission not to exceed twenty-five per cent of the selling price of the shares from time to time.

The Company understands that an amending statement must be filed within twenty days of default if the securities of the Company are still in course of primary distribution.

There are no sub-options or sub-underwritings outstanding or proposed to be given. The only person having more than a five percentum interest in the underwriter is Louis Cadesky, 649 Spadina Road, Toronto, Ontario.

- (o) All monies paid into the treasury of the Company through the sales of shares as set out in paragraph (n) will be expended by the Company in such exploration and development work on the Company's properties as shall be recommended by its Engineers and Geologists, for the payment of accounts payable, and generally for corporate purposes.

(p)	ADMINISTRATIVE	DEVELOPMENT
Preliminary expenses (unpaid)	\$15,000.00	Nil
Estimated future expenditures		
(during first year)	15,000.00	\$250,000.00

- (q) There is no indebtedness to be created or assumed which is not shown in the balance Sheet of the Company date as at May 31st, 1957, accompanying and forming part of this Prospectus.

- (r) (i) Murray Watts has been a Mining Engineer, self employed since November, 1956, for more than three years prior thereto General Manager, Little Long Lac Gold Mines Limited and Associated Companies.

Andrew Robertson, Mining Engineer, has been engaged in managing various mining operations. Among these are included Golden Manitou Mines Limited and Barvue Mines Limited. He is President and Managing Director of Cobalt Consolidated Mining Corporation Limited, North American Rare Metals Limited, Smelter Power Corporation Limited and Silanco Mining and Refining Company Limited; Vice-President and Managing Director of Eastern Mining and Smelting Company Limited and Vice-President and Director of AER Nickel Corporation Limited as well as being a Director of other mining companies.

Wilburn Ralph Salter has been the senior partner of Salter, Reilly & Jamieson, Solicitors, Toronto, for over three years.

Walter Andrew Carter, Mining Engineer, has been General Manager of North American Rare Metals Limited since January, 1957. Prior thereto he was Manager of Area Mines Limited and still prior thereto Manager of Little Long Lac Gold Mines Limited.

Simon Christopher Joseph Fraser, D.S.O., M.C., T.D., hereditary title Baron Lovat, 17th Baron, has been a landowner for over three years.

- (ii) No Officer or Director of the Company has had any interest either direct or indirect in any properties acquired or to be acquired by the Company except Murray Watts, who was paid the sum of fifty thousand dollars by North American Rare Metals Limited for all of the issued and outstanding shares of Hub Quebec Mines Limited (No Personal Liability).
- (iii) During the current financial year, it is estimated that no remuneration will be paid to the Directors of the Company as such, and that the remuneration payable to the Officers of the Company will not exceed \$5,000.00.
- (s) No dividends have been paid by the Company.
- (t) North American Rare Metals Limited is in a position to elect or cause to be elected a majority of the Directors of the Company.
- (u) There is no known arrangement for the sale of Vendor's shares. Free Vendor's shares and shares as released from time to time may be sold for cash, but the proceeds thereof will not accrue to the treasury of the Company.
- (v) The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by

Section 38 of The Securities Act (Ontario), and there is no further material information applicable other than in the financial statements or reports where required.

DATED this 10th day of June, 1957.

MURRAY WATTS
by his attorney
W. R. SALTER

W. A. CARTER

THE LORD LOVAT
by his attorney
W. R. SALTER

ANDREW ROBERTSON
by his attorney
W. R. SALTER

W. R. SALTER

NORTH AMERICAN RARE METALS LIMITED
By: J. T. SYMONS, *Promoter*

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by Section 38 of The Securities Act (Ontario), and there is no further material information applicable other than in the financial statements or reports where required. In respect of matters which are not within our knowledge we have relied upon the accuracy and adequacy of the foregoing.

DATED this 10th day of June, 1957.

AMTOR CORPORATION LIMITED,
By: L. CADESKY
Underwriter.

HUBERT LAKE UNGAVA NICKEL MINES LIMITED

(No Personal Liability)

And its wholly owned subsidiary

HUB QUEBEC MINES LIMITED

(No Personal Liability)

(Both Companies incorporated under the laws of the Province of Quebec)

Consolidated Balance Sheet as at May 31, 1957

ASSETS

Cash on hand	\$ 10.00
Mineral exploration licence in New Quebec (Note 1)	49,595.00
Organization expenses (estimated)	15,400.00
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	\$65,005.00

LIABILITIES AND CAPITAL

Estimated liability for organization expenses	\$15,000.00
Capital stock (Note 2.)	
Authorized: 5,000,000 shares, par value \$1.00 each	
Allotted (to be issued) as fully paid:	
5 shares for Cash	\$ 5.00
900,000 shares for all the	
issued shares of the sub-	
sidiary Company	\$900,000.00
Less: Discount thereon	850,000.00 50,000.00
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900,005 shares	50,005.00
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	\$65,005.00

The accompanying notes form an integral part of this balance sheet.

Approved on behalf of the Board:

W. A. CARTER, Director.

W. R. SALTER, Director.

AUDITORS' REPORT

We have examined the Consolidated Balance Sheet of Hubert Lake Ungava Nickel Mines Limited (No Personal Liability) and its wholly owned subsidiary, Hub Quebec Mines Limited (No Personal Liability) as at May 31, 1957, and in connection therewith, reviewed such supporting evidence as we considered necessary in the circumstances.

In our opinion the above Consolidated Balance Sheet presents fairly the Consolidated financial position of the Hubert Lake Ungava Nickel Mines Limited (No Personal Liability) and its wholly owned subsidiary Company as at May 31st, 1957.

FISHER, GORDON & COMPANY,

Chartered Accountants

Toronto, Ontario,
June 3, 1957.

NOTES TO CONSOLIDATED BALANCE SHEET AS AT MAY 31, 1957

NOTE 1. The subsidiary, Hub Quebec Mines Limited (No Personal Liability), holds a mineral exploration license in New Quebec. In Consolidating the accounts of the parent company and its subsidiary, \$49,595.00, which is the excess of the valuation placed on the 900,000 shares of the parent company (to be issued for all of the outstanding shares of the subsidiary) over the book value of the assets of the subsidiary has been attributed to the mineral exploration license.

NOTE 2. By an agreement dated May 31, 1957, an underwriter agreed to purchase 1,400,000 shares of the capital stock of Hubert Lake Ungava Nickel Mines Limited for \$480,000.00 payable as follows:

1,000,000 shares at 30c per share payable upon acceptance for filing of a prospectus by the Ontario Securities Commission or the Quebec Securities Commission, whichever date shall first occur (hereinafter referred to as the "effective date").

50,000 shares at 40c per share payable on the "effective date."
150,000 shares at 40c per share payable within 2 months of the "effective date."

200,000 shares at 50c per share payable within 4 months of the "effective date."

NOTE 3. The Mineral Exploration License (covering approximately 95.8 square miles) provides for expenditures of approximately \$287,000.00 on useful exploratory work during a three year period commencing April 1, 1957 and, in the event the license is renewed for a further period of three years commencing April 1, 1960, additional expenditures on useful exploratory work of \$6,000.00 for each square mile retained. In addition Hub Quebec Mines Limited (No Personal Liability) must assume all the cost of surveying, bounding and delimiting the area under license. Annual rental of \$7,664.00 falls due on April 1st of each of the years 1958 and 1959 and, if the license is renewed by March 31, 1960 for an additional three-year period, annual rental of \$160.00 per square mile retained will be payable by April 1st of each of the years 1960, 1961 and 1962. The said Mineral Exploration License may be abandoned at each date the annual rental becomes due.

REPORT

HUBERT LAKE UNGAVA NICKEL MINES LIMITED

District of New Quebec (Ungava)

Province of Quebec

April 24, 1957

INTRODUCTION

Present knowledge of the property of the subsidiary of Hubert Lake Ungava Nickel Mines Ltd. was obtained by the writer from M. Watts who had prospected in the area in 1932, making one traverse from the Kovik River south to the Chukotat River passing through the western and central part of the concession and who in 1955 and 1956 had done more detailed work in other parts of the same general area.

PROPERTY AND LOCATION

The mineral exploration license granted to the subsidiary of Hubert Lake Ungava Nickel Mines Ltd. covers an area of 95.8 square miles and has co-ordinates in order as follows:

Lat. $61^{\circ}29' N$, Long. $76^{\circ}20' W$; Lat. $61^{\circ}29' N$, Long. $76^{\circ}00' W$;
Lat. $61^{\circ}22' N$, Long. $76^{\circ}00' W$; Lat. $61^{\circ}22' N$, Long. $76^{\circ}10' W$;
Lat. $61^{\circ}21' N$, Long. $76^{\circ}10' W$; Lat. $61^{\circ}21' N$, Long. $76^{\circ}20' W$;
Lat. $61^{\circ}29' N$, Long. $76^{\circ}20' W$.

The copper-nickel deposits of the LeMoyne Ungava Mines Ltd. (optioned by Asarco Nickel Company Ltd., a subsidiary of American Smelting and Refining Co.) were discovered in a greenstone-sediment belt running from Cape Smith to Wakeham Bay. Lying within this belt, the concession is approximately 50 miles from Hudson Bay and 20 miles from Ungava Bay. The most accessible harbour 60 miles to the north in Hudson Straits is at Sugluk where a Hudson Baypost is established.

Rock outcrops are plentiful as the climate is sub-arctic and the tree line some 300 miles south. This barren nature of the country facilities prospecting compensating the relatively short "summer" season of July and August.

The ice on the lakes usually reaks up about June 20th to July 1st, freeze up being about October 1st. Due to the great thickness of ice, 6 to 8 feet, it is usually safe to cross the lakes on foot until late June and this, with the long days of constant sunshine and the early melting of the snow, makes June a very good month for work.

TRANSPORTATION

There are a number of methods of transportation to the area, to suit the various types of operations and economics. These are as follows:

PLANE FREIGHT using a DC-4 from an air post, as presently in use from Val d'Or to Esker Lake—a distance of about 900 air miles—and costing about 26 to 30 cents per pound. This is necessary to transport supplies, materials, and personnel for the immediate operations of the season.

SEA-BOAT TRANSPORTATION from Montreal, Churchill or Moose Factory is the most economic for larger operation at a cost of \$48.00-\$75.00 per ton landed on the sea coast (about 60-80 miles from the property) but as such boats cannot arrive until about August 1, such supplies are most usefully planned for the following year's operation—difficult as this may be in practice.

LOCAL TRANSPORTATION on the concessions or immediate areas is best by float plane in the summer, by Bombardier tractor for all seasons and more rarely by canoe, as this latter mode of transport is very limited due to lack of navigable rivers and no inter-connected lake systems.

GEOLOGY

The south part of the concession forms part of the high Cape Smith range of hills, being composed chiefly of pillow lavas.

North from these pillow lavas occur greenstones, some inter-bedded, sediments and intrusive gabbros—many of them serpentinized to varying degrees and these are the intrusives commonly associated with the nickel-copper bearing sulphides of the area.

It is approximately in this northern part of the concession that Murray Watts in 1932 reported that "one zone of sulphides contained pyrrhotite, pyrite and low chalcopyrite." This description is quite similar to the association of rock structure and mineralization on the recent LeMoyne Ungava nickel-copper discoveries.

RECOMMENDATIONS

1. Participation in the air-borne E.M. Survey now started by Spartan Air Services Ltd. of Ottawa, Ontario, with preliminary results to be made available by about July 1st, in order to be of maximum use for the 1957 Program.

2. Participation in the joint air freight operation now under contract to Dorval Transport, whereby all materials, men, supplies, etc., are flown by DC-4 from Val d'Or, Quebec, to Esker Lake on the LeMoyne Ungava No. 2 concession, at a cost of 26c-30c per lb.—an airline distance of 900 miles.

This is necessary in order to obtain the most results for the 1957 season—as sea-boat supplies would not arrive until about August 1st, and would not be available at inland bases for sometime after that.

The air lift will allow crews to begin field operations in June so as to be well organized for an intensive effort in July and August, and to follow up the results of the above airborne E.M. Survey.

3. Place at least two prospecting parties in the field under the supervision of a field geologist.

4. Provision in financial requirements must be made to follow up the results of the 1957 campaign—probably by exploratory diamond drilling, dependent, of course, upon the results obtained during the 1957 operation.

ESTIMATED COSTS — 1957 PROGRAM

1. Participation E.M. Survey	\$ 15,000.00
2. Participation Freight Operation	20,000.00
3. Local plane servicing	15,000.00
4. Prospectors—4 men	25,000.00
5. Geologist—1 man	6,000.00
6. Consultants fees	6,000.00
7. Camp equipment, Bombardier	25,000.00
8. Ground E.M. Surveys	25,000.00
9. Miscellaneous & Contingency	13,000.00
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	\$150,000.00
Provision for exploration diamond drilling 10,000 @ \$30.00/ft. includes transportation, buildings, etc.)	300,000.00
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Total	\$450,000.00

W. D. CAMERON, B.Sc., P.ENG.

CERTIFICATE

I, William D. Cameron, hereby certify that:

1. My address is 31 Canton Avenue, Downsview, Ontario.

2. I am a geologist by profession, being a graduate in Geology and Mineralogy from Queen's University, Kingston, Ontario, with the degree of B.Sc. in 1936 and have practised in my profession continuously since that time.

3. I neither have nor expect to receive any direct or indirect interest in either the securities or the properties of Hubert Lake Ungava Nickel Mines Ltd. or its subsidiary.

4. I have not examined or visited the property of the subsidiary of Hubert Lake Ungava Nickel Mines Ltd. in New Quebec. The information contained in this report is based on the old reports and on several verbal communications with Murray Watts who was in the general area in both 1931 and 1932 and who in 1932 traversed the western part of this property and who in 1955 and 1956 both prospected and instructed the work done in the general area and who has studied the geological structures and many of the gossans on the ground and also observed the structures and gossans from the air from Cape Smith to Wakenham Bay. I have no knowledge of any detailed geological mapping by government or other source that has been made available for the area.

W. D. CAMERON, B.Sc., P.ENG.

Dated at Toronto, Ontario,
April 24th, 1957